



BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

REC'D TH
REGULATORY AUTH.

NOV 14 AM 9 43
November 14, 2001

OFFICE OF THE
EXECUTIVE SECRETARY

Guy M. Hicks
General Counsel

615 214 6301
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VIA HAND DELIVERY

David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Docket to Determine the Compliance of BellSouth
Telecommunications, Inc.'s Operations Support Systems with
State and Federal Regulations*
Docket No. 01-00362

Dear Mr. Waddell:

Enclosed please find the affidavit of PricewaterhouseCoopers ("PwC") in response to the Hearing Officer's request for a more detailed confidentiality affidavit in connection with documents produced by PwC in this docket. Because PwC does not have local counsel in Tennessee and does not appear before the Authority, BellSouth is filing the affidavit on behalf of PwC as a courtesy to PwC and the Authority.

A copy is being provided to counsel of record.

Very truly yours,

Guy M. Hicks

GMH:ch

cc: Robert Lattimore
Steven Witzel, General Counsel
PricewaterhouseCoopers

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

In the Matter of:

Application of BellSouth Corporation,)	
BellSouth Telecommunications, Inc. and)	CC Docket No. 01-0362
BellSouth Long Distance, Inc., for Provision)	
of In-Region, InterLATA Services in Tennessee)	

AFFIDAVIT OF CONFIDENTIALITY OF ROBERT L. LATTIMORE

State of Georgia)
)
County of Fulton)

Robert Lattimore, having first been duly sworn, hereby states as follows:

1. I am a Global Risk Management Solutions (GRMS) partner in PricewaterhouseCoopers LLP's (PwC's) Telecommunications Industry Practice. In this capacity, I am responsible for providing information technology assurance services to PwC's telecommunications clients. I am a Certified Public Accountant with over 17 years of relevant experience including performing audits of financial statements and attestations in a variety of industries. I also lead the data management practice for the PwC's Southeast Region which delivers data and transactional analysis, data quality and transformation services for new system implementations and stand-alone database development.
2. I directed and coordinated PwC's performance of an attestation examination of the BellSouth Telecommunications, Inc. (BST) management assertions that: (1) the same pre-ordering and ordering operational support systems (OSS), processes and procedures are used to support competing local exchange carrier (CLEC) activity across BST's nine-state

region, and that (2) there are no material differences in the functionality or performance of BST's Direct Order Entry (DOE) and Service Order Negotiation System (SONGS) systems. For more information on the nature and scope of this work, I would like to refer you to my Affidavit dated May 21, 2001 attached hereto as Exhibit 1.

3. I also directed and coordinated PwC's performance of additional procedures regarding the timeliness and accuracy of transactions input into DOE and SONGS as described within our report dated July 20, 2001. For more information on the nature and scope of this work, I would like to refer you to my Affidavit dated July 20, 2001 attached hereto as Exhibit 2.
4. The purpose of my affidavit is to respond to a request from the Tennessee Regulatory Authority for an explanation as to why PwC's working papers are confidential. Our working papers describes and includes our process and methods for conducting an attestation which we deem proprietary methodology and which includes the manner in which we obtain information, types of information we collect, the means by which we conduct the attestation etc. Our Firm has spent considerable amounts of resources, over many years, to develop these proprietary methods, audit programs, technology, etc. This has been done at great expense to our Partners and it represents how we built and maintain our reputation. PwC maintains these workpapers as confidential in the ordinary course of business and does not share these work papers with competitors. It would be detrimental to PwC to have the work papers disclosed to PwC's competitors. Our working papers also include the business nature of other companies that represent BellSouth customers.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed on November 13, 2001.

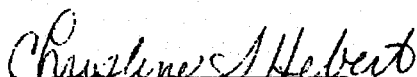


Robert L. Lattimore
Partner, PricewaterhouseCoopers, LLP

STATE OF GEORGIA
CITY OF ATLANTA

Subscribed and sworn to before me

This 13th day of November, 2001.


Notary Public

CERTIFICATE OF SERVICE

I hereby certify that on November 14, 2001, a copy of the foregoing document was served on counsel for known parties, via the method indicated, addressed as follows:

- ☐ Hand
- ☐ Mail
- ☒ Facsimile
- ☐ Overnight

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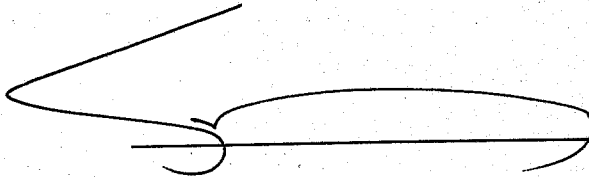
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A handwritten signature in black ink, appearing to read "Jack Robinson". The signature is stylized with a large, sweeping loop and a horizontal line extending to the right.